



# The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

Date

Fee \$

ICS Washington, D. C.

March 18, 1977

RECORDATION NO. 7744-C

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INTERSTATE COMMERCE COMMISSION

Mr. Robert L. Oswald  
Secretary  
The Interstate Commerce Commission  
Washington, D. C. 20423

Re: Supplement to Equipment Trust, Series J  
Addition of 25 70-ton Flat Cars

Dear Mr. Oswald:

Enclosed herewith for filing and recording with the Commission, pursuant to Section 20c of the Interstate Commerce Act, are two executed counterparts of a Supplement, dated as of March 1, 1977, between The Atchison, Topeka and Santa Fe Railway Company (the "Company") and Harris Trust and Savings Bank, as Trustee (the "Trustee"). The Supplement constitutes an amendment to an Equipment Trust Agreement (the "Trust Agreement"), dated as of December 15, 1974, whereby The Atchison Topeka and Santa Fe Railway Company Equipment Trust, Series J was created. The Trust Agreement was filed and recorded with the Commission on December 17, 1974 and assigned Recordation No. 7744.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement:

25 89'4" 70-ton Flat Cars, Nos. 295275-295299, both inclusive

For the convenience of the parties, I have enclosed four additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

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Mr. Robert L. Oswald  
March 18, 1977  
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For the Commission's records, the names and addresses of the parties to the Supplement and the Vendor from whom the equipment will be acquired are as follows:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, Illinois 60604

The Trustee:

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60690

The Vendor:

Bethlehem Steel Corporation  
Bethlehem, Pennsylvania 18016

A money order in the amount of \$10.00 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

  
R. K. Knowlton  
General Counsel

DBC/lbm  
Enclosures

EQUIPMENT TRUST, SERIES J

SUPPLEMENT NO. 3, dated as of March 1, 1977, to Equipment Trust Agreement, dated as of December 15, 1974, (the "Agreement") between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Equipment Trust, Series J, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

RECORDATION NO. 2244-C Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

1. In accordance with Section 3.4 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Total Cost</u>
25	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91), Bethlehem Steel Corporation, builder; numbered 295275 to 295299, both inclusive	\$912,500

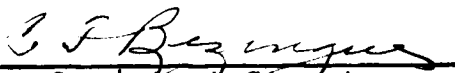
2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

THE ATCHISON, TOPEKA AND SANTA FE  
FE RAILWAY COMPANY

By

  
Vice President-Finance

ATTEST:

  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK  
as Trustee

By   
Vice President

ATTEST:

  
\_\_\_\_\_  
ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS       )  
                                  )   SS  
COUNTY OF C O O K       )

On this 18<sup>th</sup> day of March, 1977, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(Notarial Seal)

My Commission Expires MAY 29, 1977

STATE OF ILLINOIS       )  
                                  )   SS  
COUNTY OF C O O K       )

On this 21<sup>st</sup> day of March, 1977, before me personally appeared R. S. STAM, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(Notarial Seal)

My Commission Expires NOVEMBER 29, 1980